

THOMPSON
HINE & FLORY LLP

Attorneys at Law

RECORDATION NO. 23239 FILED

November 30, 2000

NOV 30 '00 12:02 PM

SURFACE TRANSPORTATION BOARD

VIA HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a primary document not previously recorded entitled Memorandum of Rail Car User Agreement (together with all amendments and supplements, the "Memorandum") between Kasgro Leasing, LLC, as successor in interest to OPM Rail Services, Inc. (together with its successors and permitted assigns, the "Lessor") and NOOTER/ERIKSEN, INC. (together with its successors and permitted assigns, the "Lessee") dated as of October 30, 2000.

The parties to the Memorandum of Lease are:

LESSOR — Kasgro Leasing, LLC
320 East Cherry Street
New Castle, PA 16102

LESSEE — NOOTER/ERIKSEN, INC.
5000 Cedar Plaza Parkway
St. Louis, MO 63128

The said Memorandum evidences of record that certain Rail Car User Agreement dated as of April 1, 2000 (the "Lease"), pursuant to which the Lessor is leasing to the Lessee the flat railcar as identified in the Schedule I attached to the Memorandum.

The unit of equipment covered by the instant Memorandum is the said flat railcar, as identified in Schedule I to the Memorandum, a copy of which is attached hereto.

1920 N Street, N.W. Washington, D.C. 20036-1601 202-331-8800 fax 331-8330

BRUSSELS, BELGIUM CINCINNATI CLEVELAND COLUMBUS DAYTON PALM BEACH WASHINGTON, D.C.

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Honorable Vernon A. Williams
Secretary, STB
November 30, 2000
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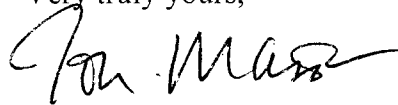
A short summary of the Memorandum to appear in the STB Index is as follows:

“Memorandum of Rail Car User Agreement dated
as of October 30, 2000 between Kasgro Leasing,
LLC, as Lessor, and NOOTER/ERIKSEN, INC., as
Lessee, covering one flat railcars bearing
identification mark and number: KRL 70911 as
listed on Schedule I to the Memorandum.”

Enclosed is a remittance in the amount of \$26.00 for the required recording fee.

Once the filing has been made, please return to bearer the stamped counterpart not needed
for your files, together with the letter from the Secretary acknowledging the filing, and the extra
copies of this letter of transmittal.

Very truly yours,



John K. Maser III
*Attorney for purposes of this filing for
Kasgro Leasing, LLC and
NOOTER/ERIKSEN, INC.*

Enclosures

110746
049849.03

SCHEDULE I

NOOTER ERIKSEN - St. Louis, MO.

KRL 70911

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF
RAIL CAR USER AGREEMENT**

MEMORANDUM OF RAIL CAR USER AGREEMENT (together with all amendments and supplements hereto, this "Memorandum") between Kasgro Leasing, LLC, a Pennsylvania limited liability company, as successor in interest to OPM Rail Services, Inc. (together with its successors and permitted assigns, the "Lessor"), and NOOTER/ERIKSEN, INC., (together with its successors and permitted assigns, the "Lessee").

WHEREAS, the Lessor and the Lessee have entered into that certain Rail Car User Agreement, dated as of April 1, 2000, covering certain flat railcars, as described in Schedule I attached hereto.

IN WITNESS WHEREOF, the parties hereto wish to show for public record the ownership of such rail cars in favor of the Lessor and the leasehold/use interest in such railcars of the Lessee and, accordingly, have caused this Memorandum to be duly executed by their respective duly authorized officers, on the 30 of October, 2000.

KASGRO LEASING, LLC.

By: [Signature]

Title: President & CEO

NOOTER/ERIKSEN, INC.

By: [Signature]

Title: _____

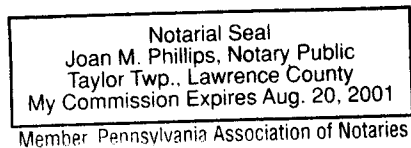
Director of Procurement & Transportation

STATE OF PENNSYLVANIA)
)
COUNTY OF LAWRENCE) SS:

On this 30th day of October, 2000, before me personally appeared G. M. Kassab to me personally known, who, being duly sworn, did say that he is President & CEO of Kasgro Leasing LLC and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that execution of the foregoing instrument was the free act and deed of such corporation.

Joan M. Phillips
Notary Public

My Commission Expires:



STATE OF Missouri)
)
COUNTY OF St. Louis) SS:

On this 30th day of October, 2000, before me personally appeared Jon C. Dulle to me personally known, who, being duly sworn, did say that he is * of Nooter/Eriksen, Inc. and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that execution of the foregoing instrument was the free act and deed of such corporation.

*** Director of Procurement & Transportation**

Notary Public

Stephanie M. Bowen

My Commission Expires: Feb. 8, 2004

STEPHANIE M. BOWEN
Notary Public - Notary Seal
State of Missouri
County of Jefferson
My Commission Expires Feb. 8, 2004

SCHEDULE I

NOOTER ERIKSEN - St. Louis, MO.

KRL 70911